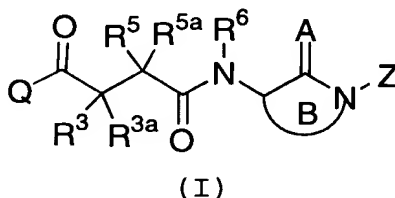


--1. (Twice Amended) A compound of Formula (I):



or a pharmaceutically acceptable salt thereof, wherein:

Sub
C1
A is O or S;

Q is $-NR^1R^2$;

R^1 is selected from: H and C_1 - C_6 alkyl;

R^2 is independently selected from H and C_1 - C_6 alkyl;

R^3 is $-(CR^7R^7a)_n-R^4$,
 $-(CR^7R^7a)_n-S-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-O-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-N(R^7b)-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-S(=O)-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-S(=O)_2-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-C(=O)-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-N(R^7b)C(=O)-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-C(=O)N(R^7b)-(CR^7R^7a)_m-R^4$,
 $-(CR^7R^7a)_n-N(R^7b)S(=O)_2-(CR^7R^7a)_m-R^4$, or
 $-(CR^7R^7a)_n-S(=O)_2N(R^7b)-(CR^7R^7a)_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1 - C_4 alkyl, C_1 - C_4 alkoxy, C_2 - C_4 alkenyl
or C_2 - C_4 alkenyloxy;

B'
Sub
C1
R⁴ is H, OH, OR^{14a},

C₁-C₆ alkyl substituted with 0-3 R^{4a},
C₂-C₆ alkenyl substituted with 0-3 R^{4a},
C₂-C₆ alkynyl substituted with 0-3 R^{4a},
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from
H, F, Cl, Br, I, CF₃,
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R⁵ is H, OR¹⁴;

C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₁-C₆ alkoxy substituted with 0-3 R^{5b};
C₂-C₆ alkenyl substituted with 0-3 R^{5b};
C₂-C₆ alkynyl substituted with 0-3 R^{5b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{5c};

B
Sub C1
~~R^{5a} is H, OH, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₂-C₄ alkenyl, or C₂-C₄ alkenyloxy;~~

~~R^{5b}, at each occurrence, is independently selected from:
H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,
NR¹⁵R¹⁶;
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{5c};~~

~~R^{5c}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;~~

~~R⁶ is H;
C₁-C₆ alkyl substituted with 0-3 R^{6a};
C₃-C₁₀ carbocycle substituted with 0-3 R^{6b}; or
C₆-C₁₀ aryl substituted with 0-3 R^{6b};~~

~~R^{6a}, at each occurrence, is independently selected from H,
C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
aryl or CF₃;~~

~~R^{6b}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, C₁-C₆ alkyl, C₁-C₄
alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;~~

~~R⁷, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;~~

B
R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H and C₁-C₄ alkyl;

Sub C
Ring B is a 7 membered lactam or thiolactam, wherein the lactam is 2-oxo-azepinyl or thiolactam is 2-thioxo-azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R¹¹; provided two R¹¹ substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R¹³;

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R¹⁰)-;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷;

C₁-C₆ alkyl optionally substituted with 0-3 R^{10a};

C₆-C₁₀ aryl substituted with 0-4 R^{10b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

B1
Sub C'
R¹¹, at each occurrence, is independently selected from
H, C₁-C₄ alkoxy, Cl, F, Br, I, =O, CN, NO₂, NR¹⁸R¹⁹,
C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃;
C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from
H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
CF₃;
phenyl substituted with 0-3 R^{11b};
C₃-C₆ cycloalkyl substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃,
C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl,
C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

Z is H;

C₁-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₁-C₈ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a};
C₂-C₄ alkynyl substituted with 0-3 R^{12a};
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or

B1
Sub C1
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b}; C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, -C(=O)NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, or C₁-C₄ haloalkyl-S-;

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, and C₁-C₄ haloalkyl-S-;

R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, or C₃-C₆ cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C₁-C₄ alkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

B'
R¹⁶, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

Sub C'
R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH₂-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃,
S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

R¹⁸, at each occurrence, is independently selected from
H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

R¹⁹, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl,
(C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

provided, when R¹³ is H,
then Z is H;

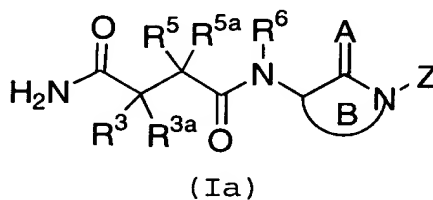
C₄-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₁-C₈ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a}; and

provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R¹⁰)-
6,6,7,7-tetra(R¹¹)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and
R¹³ is H; then

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹,
S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷; or
C₁-C₆ alkyl optionally substituted with 0-3 R^{10a};

Sub
C1
B1
R^{10a}, at each occurrence, is independently selected from
H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
and CF₃.

Sub
C2
2. (Amended) A compound, according to Claim 1, of Formula
(Ia):



or a pharmaceutically acceptable salt thereof,
wherein:

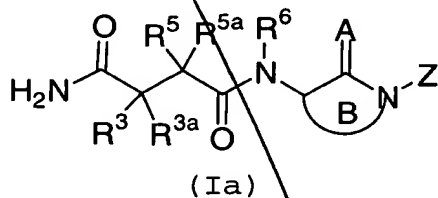
Z is H;

C₁-C₈ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a}.

3. (Amended) A compound according to Claim 2 of Formula
(Ia)



or a pharmaceutically acceptable salt thereof,
wherein:

R³ is -(CR⁷R^{7a})_n-R⁴,

-(CR⁷R^{7a})_n-S-(CR⁷R^{7a})_m-R⁴,

-(CR⁷R^{7a})_n-O-(CR⁷R^{7a})_m-R⁴, or

-(CR⁷R^{7a})_n-N(R^{7b})-(CR⁷R^{7a})_m-R⁴;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R⁴ is H, OH, OR^{14a},

C₁-C₆ alkyl substituted with 0-3 R^{4a},

C₂-C₆ alkenyl substituted with 0-3 R^{4a},

C₂-C₆ alkynyl substituted with 0-3 R^{4a},

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from

H, F, Cl, Br, I, CF₃,

C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},

C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH,

Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,

S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄

haloalkyl, and C₁-C₄ haloalkoxy;

R⁵ is H, OR¹⁴;

C₁-C₆ alkyl substituted with 0-3 R^{5b},

C₁-C₆ alkoxy substituted with 0-3 R^{5b},

C₂-C₆ alkenyl substituted with 0-3 R^{5b},

C₂-C₆ alkynyl substituted with 0-3 R^{5b};

B1
C3-C10 carbocycle substituted with 0-3 R^{5c};
C6-C10 aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{5c};

Sub
C2
R^{5a} is H or C₁-C₄ alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,
NR¹⁵R¹⁶;
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
haloalkyl, and C₁-C₄ haloalkoxy;

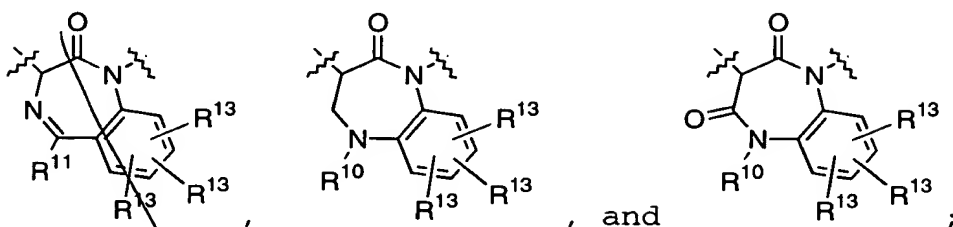
R⁶ is H, methyl, or ethyl;

R⁷, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, CF₃, phenyl and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl,
and butyl;

Ring B is selected from



*Sub
C2*

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
 $S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
 C_1 - C_6 alkyl optionally substituted with 0-2 R^{10a} ;
 C_6 - C_{10} aryl substituted with 0-4 R^{10b} ;
 C_3 - C_{10} carbocycle substituted with 0-3 R^{10b} ; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{10b} ;

R^{10a} , at each occurrence, is independently selected from H,
 C_1 - C_6 alkyl, OR^{14} , Cl, F, Br, I, =O, CN, NO_2 , $NR^{15}R^{16}$,
 CF_3 , or phenyl substituted with 0-4 R^{10b} ;

R^{10b} , at each occurrence, is independently selected from H,
OH, C_1 - C_6 alkyl, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 ,
 $NR^{15}R^{16}$, or CF_3 ;

R^{11} , at each occurrence, is independently selected from
H, C_1 - C_4 alkoxy, Cl, F, Br, I, CN, NO_2 , $NR^{18}R^{19}$, $C(=O)R^{17}$,
 $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3 ;
 C_1 - C_6 alkyl optionally substituted with 0-3 R^{11a} ;
 C_6 - C_{10} aryl substituted with 0-3 R^{11b} ;
 C_3 - C_{10} carbocycle substituted with 0-3 R^{11b} ; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{11b} ;

31
Sub
C2
R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Z is H;

C₁-C₆ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or

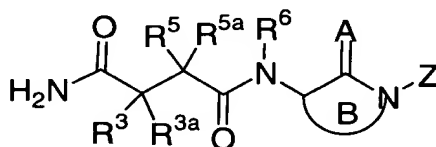
~~-CH₂-aryl substituted by 0-4 R^{17a};~~

~~R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;~~

~~R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and~~

~~R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-.~~

~~4. (Twice Amended) A compound according to Claim 3 of Formula (Ia)~~



~~(Ia)~~

~~or a pharmaceutically acceptable salt thereof,
wherein:~~

~~R³ is -(CHR⁷)_n-R⁴,~~

~~n is 0 or 1;~~

~~R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;~~

~~R⁴ is H, OH, OR^{14a},~~

~~C₁-C₄ alkyl substituted with 0-2 R^{4a},~~

~~C₂-C₄ alkenyl substituted with 0-2 R^{4a},~~

~~C₂-C₄ alkynyl substituted with 0-1 R^{4a},~~

~~B1~~
~~Sub C3~~
~~C₃-C₆ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};~~

~~R^{4a}, at each occurrence, is independently selected from
H, F, Cl, Br, I, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};~~

~~R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂
haloalkyl, and C₁-C₂ haloalkoxy;~~

~~R⁵ is H, OR¹⁴;
C₁-C₄ alkyl substituted with 0-3 R^{5b};
C₂-C₄ alkenyl substituted with 0-3 R^{5b};
C₂-C₄ alkynyl substituted with 0-3 R^{5b};~~

~~R^{5a} is H, methyl, ethyl, propyl, or butyl;~~

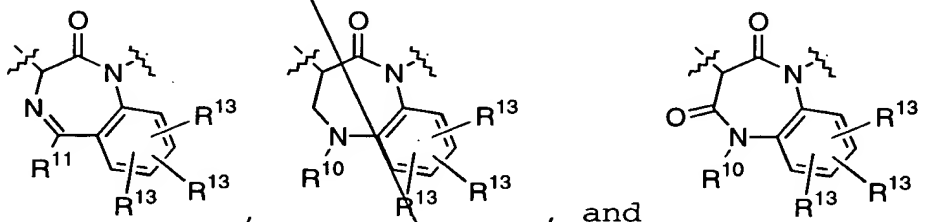
~~R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, Cl, F, Br, I,
=O;
C₃-C₆ carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{5c};~~

B1
Sub C3
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁶ is H;

R⁷, at each occurrence, is independently selected from H, F, CF₃, methyl, and ethyl;

Ring B is selected from



R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{10b};

R^{10a} is selected from H, C₁-C₄ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₄ alkyl, C₁-C₃ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;

R¹¹ is selected from

B1
Sub
C3

H, C₁-C₄ alkoxy, Cl, F, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, CF₃;
C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H,
C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl
substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂
haloalkyl, and C₁-C₂ haloalkoxy;

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and
C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂,
NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-
C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and
(C₁-C₄ alkyl)-S(=O)₂-;

B1
Sub C3
R¹⁶, at each occurrence, is independently selected from
H, OH, C₁-C₄ alkyl, benzyl, phenethyl,
(C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

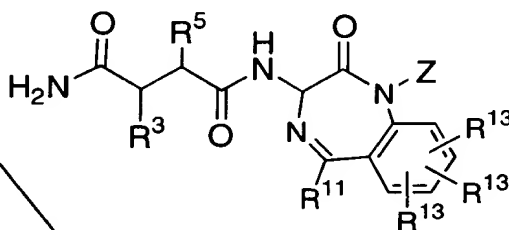
R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

B2
Sub C4
6. (Twice Amended) A compound according to Claim 4 of Formula
(Ic):



(Ic)

or a pharmaceutically acceptable salt thereof
wherein

R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

B2
Sub
C4
R^{4a} is selected from

H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{4b}; wherein said 5 to 6 membered

heterocycle is selected from pyridinyl, pyrimidinyl,

triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,

piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered

heterocycle is selected from pyridinyl, pyrimidinyl,

triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,

piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,

methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹¹ is selected from

H, NR¹⁸R¹⁹, CF₃;

C₁-C₄ alkyl optionally substituted with 0-1 R^{11a};

phenyl substituted with 0-3 R^{11b};

C₃-C₆ carbocycle substituted with 0-3 R^{11b}; and

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{11b}; wherein said 5 to 6

membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,

pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,

imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} is selected from H, C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶,
CF₃, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl,
methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂
haloalkoxy;

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

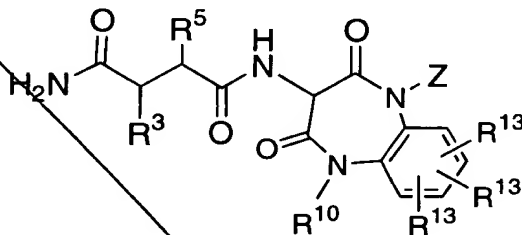
R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

8. (Twice Amended) A compound according to Claim 4 of Formula
(Ie):



(Ie)

or a pharmaceutically acceptable salt thereof wherein:

R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

~~R^{4a} is selected from~~

~~H, F, CF₃,~~

~~C₃-C₆ carbocycle substituted with 0-3 R^{4b},~~

~~phenyl substituted with 0-3 R^{4b}, or~~

~~5 to 6 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 6 membered heterocycle is~~

~~substituted with 0-3 R^{4b}; wherein said 5 to 6 membered~~

~~heterocycle is selected from pyridinyl, pyrimidinyl,~~

~~triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,~~

~~piperazinyl, piperidinyl, pyrazolyl, imidazolyl,~~

~~oxazolyl, isoxazolyl, and tetrazolyl;~~

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{5c}; wherein said 5 to 6 membered

heterocycle is selected from pyridinyl, pyrimidinyl,

triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,

piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

oxazolyl, isoxazolyl, and tetrazolyl;

B3
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

Sub
CS
R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{10b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};

C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or

C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

B2
R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

Sub
CS
R¹⁶, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

B2
Sub
C6
10. (Twice Amended) A compound, according to one of Claims 6,
8, or 25 wherein:

R³ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH₂CH₂CH₃,
-CH(CH₃)₂, -CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂,
-CH₂CF₃, -CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃,
-CH=CH₂, -CH₂CH=CH₂, -CH₂C(CH₃)=CH₂,
-CH₂CH₂CH=CH₂,
cis-CH₂CH=CH(CH₃),

B \$
Sub
C6

~~trans-CH₂CH=CH(CH₃),
-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃),
cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
cyclohexyl-CH₂-, cyclopropyl-CH₂CH₂-,
cyclobutyl-CH₂CH₂-, cyclopentyl-CH₂CH₂-,
cyclohexyl-CH₂CH₂-, phenyl-CH₂-,
(2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-, (4-F-phenyl)CH₂-,
(2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂-,
(2,3-diF-phenyl)CH₂-, (2,4-diF-phenyl)CH₂-,
(2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-,
(3,4-diF-phenyl)CH₂-, (3,5-diF-phenyl)CH₂-,
(2,3-diCl-phenyl)CH₂-, (2,4-diCl-phenyl)CH₂-,
(2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-,
(3,4-diCl-phenyl)CH₂-, (3,5-diCl-phenyl)CH₂-,
(3-F-4-Cl-phenyl)CH₂-, (3-F-5-Cl-phenyl)CH₂-,
(3-Cl-4-F-phenyl)CH₂-, phenyl-CH₂CH₂-,
(2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, (2-Cl-phenyl)CH₂CH₂-,
(3-Cl-phenyl)CH₂CH₂-, (4-Cl-phenyl)CH₂CH₂-,
(2,3-diF-phenyl)CH₂CH₂-, (2,4-diF-phenyl)CH₂CH₂-,
(2,5-diF-phenyl)CH₂CH₂-, (2,6-diF-phenyl)CH₂CH₂-,
(3,4-diF-phenyl)CH₂CH₂-, (3,5-diF-phenyl)CH₂CH₂-,
(2,3-diCl-phenyl)CH₂CH₂-, (2,4-diCl-phenyl)CH₂CH₂-,
(2,5-diCl-phenyl)CH₂CH₂-, (2,6-diCl-phenyl)CH₂CH₂-,
(3,4-diCl-phenyl)CH₂CH₂-, (3,5-diCl-phenyl)CH₂CH₂-,
(3-F-4-Cl-phenyl)CH₂CH₂-, or (3-F-5-Cl-phenyl)CH₂CH₂-,~~

R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, -CH₂CH₂CH₂CH₃,
-CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃,
-CH₂CH₂CH₂CH₂CH₃, -CH(CH₃)CH₂CH₂CH₃, -CH₂CH(CH₃)CH₂CH₃,
-CH₂CH₂CH(CH₃)₂, -CH(CH₂CH₃)₂, -CH₂CF₃, -CH₂CH₂CF₃,
-CH₂CH₂CH₂CF₃, -CH₂CH₂CH₂CH₂CF₃, -CH=CH₂, -CH₂CH=CH₂,
-CH=CHCH₃, cis-CH₂CH=CH(CH₃), trans-CH₂CH=CH(CH₃),
trans-CH₂CH=CH(C₆H₅), -CH₂CH=C(CH₃)₂, cis-CH₂CH=CHCH₂CH₃,
trans-CH₂CH=CHCH₂CH₃, cis-CH₂CH₂CH=CH(CH₃),
trans-CH₂CH₂CH=CH(CH₃), trans-CH₂CH=CHCH₂(C₆H₅),
-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃), -CH₂C≡C(C₆H₅),

Sub 6
-CH₂CH₂C≡CH, -CH₂CH₂C≡C(CH₃), -CH₂CH₂C≡C(C₆H₅),
cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
cyclohexyl-CH₂-, (2-CH₃-cyclopropyl)CH₂-,
(3-CH₃-cyclobutyl)CH₂-,
cyclopropyl-CH₂CH₂-, cyclobutyl-CH₂CH₂-,
cyclopentyl-CH₂CH₂-, cyclohexyl-CH₂CH₂-,
(2-CH₃-cyclopropyl)CH₂CH₂-, (3-CH₃-cyclobutyl)CH₂CH₂-,
phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,
(4-F-phenyl)CH₂-, furanyl-CH₂-, thienyl-CH₂-,
pyridyl-CH₂-, 1-imidazolyl-CH₂-, oxazolyl-CH₂-,
isoxazolyl-CH₂-,
phenyl-CH₂CH₂-, (2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, furanyl-CH₂CH₂-, thienyl-CH₂CH₂-,
pyridyl-CH₂CH₂-, 1-imidazolyl-CH₂CH₂-, oxazolyl-CH₂CH₂-,
isoxazolyl-CH₂CH₂-;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

R¹⁰ is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, or
(4-CF₃-phenyl)CH₂CH₂-;

R¹¹, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
3-F-phenyl, (3-F-phenyl)CH₂-, (3-F-phenyl)CH₂CH₂-,
2-F-phenyl, (2-F-phenyl)CH₂-, (2-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
3-Cl-phenyl, (3-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
3-CH₃-phenyl, (3-CH₃-phenyl)CH₂-, (3-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, (4-CF₃-phenyl)CH₂CH₂-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

Sub
C6

R^{13} , at each occurrence, is independently selected from
H, F, Cl, OH, $-CH_3$, $-CH_2CH_3$, $-OCH_3$, or $-CF_3$.

B# 11. (Amended) A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

Sub
C7

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

Sub C7
B4
(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

~~B#~~
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

~~SJ~~
~~C7~~
(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

~~34~~
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

Sub
C7
(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;~~

~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;~~

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Sub
C7
~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

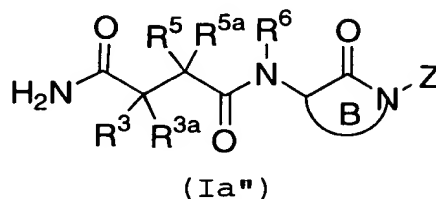
~~(2R,3S) N1-[1,3-dihydro-1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;~~

~~(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide; and~~

~~(2R,3S) N1-[1,3,4,5-tetrahydro-1,5-dimethyl-2,4-dioxo-2H-1,5-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide.~~

12. (Amended) A compound, according to Claim 1, of Formula (Ia''):



or a pharmaceutically acceptable salt thereof,
wherein:

Z is C₁-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{12b};

provided, when R¹³ is H,
then Z is C₄-C₈ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²; or
C₂-C₄ alkynyl substituted with 1-3 R¹²; and

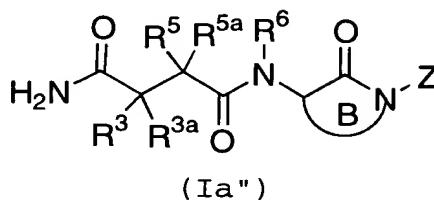
provided, when ring B is a 1,3,4,5-tetrahydro-1-(Z)-5-(R¹⁰)-
6,6,7,7-tetra(R¹¹)-2,4-dioxo-2H-1,5-diazepin-3-yl core, and
R¹³ is H; then

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹,
S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷; or
C₁-C₆ alkyl optionally substituted with 0-3 R^{10a}; and

R^{10a}, at each occurrence, is independently selected from

H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶,
and CF₃.

13. (Amended) A compound according to Claim 12 of Formula
(Ia")



or a pharmaceutically acceptable salt thereof,
wherein:

R³ is -(CR⁷R^{7a})_n-R⁴,
-(CR⁷R^{7a})_n-S-(CR⁷R^{7a})_m-R⁴,
-(CR⁷R^{7a})_n-O-(CR⁷R^{7a})_m-R⁴, or
-(CR⁷R^{7a})_n-N(R^{7b})-(CR⁷R^{7a})_m-R⁴;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, butoxy, allyl, or 3-buten-1-yl;

R⁴ is H, OH, OR^{14a},
C₁-C₆ alkyl substituted with 0-3 R^{4a},
C₂-C₆ alkenyl substituted with 0-3 R^{4a},
C₂-C₆ alkynyl substituted with 0-3 R^{4a},
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{4b};

Sub C7
R^{4a}, at each occurrence, is independently selected from
H, F, Cl, Br, I, CF₃,
C₃-C₁₀ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄
haloalkyl, and C₁-C₄ haloalkoxy;

R⁵ is H, OR¹⁴;
C₁-C₆ alkyl substituted with 0-3 R^{5b};
C₁-C₆ alkoxy substituted with 0-3 R^{5b};
C₂-C₆ alkenyl substituted with 0-3 R^{5b};
C₂-C₆ alkynyl substituted with 0-3 R^{5b};
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{5c};

R^{5a} is H or C₁-C₄ alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C₁-C₆ alkyl, CF₃, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂,
NR¹⁵R¹⁶;
C₃-C₁₀ carbocycle substituted with 0-3 R^{5c};
C₆-C₁₀ aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and

~~sub~~ sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

~~B7f~~
~~Sub C7~~
R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

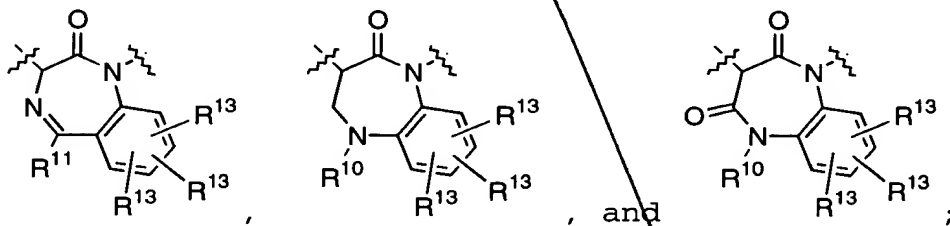
R⁶ is H, methyl, or ethyl;

R⁷, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, phenyl, and C₁-C₄ alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, CF₃, and C₁-C₄ alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from



R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, S(=O)₂R¹⁷;

C₁-C₆ alkyl optionally substituted with 0-2 R^{10a};

C₆-C₁₀ aryl substituted with 0-4 R^{10b};

C₃-C₁₀ carbocycle substituted with 0-3 R^{10b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

B#
R^{10a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;

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C7
R¹¹, at each occurrence, is independently selected from H, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, C(=O)NR¹⁸R¹⁹, S(=O)₂NR¹⁸R¹⁹, CF₃; C₁-C₆ alkyl optionally substituted with 0-3 R^{11a}; C₆-C₁₀ aryl substituted with 0-3 R^{11b}; C₃-C₁₀ carbocycle substituted with 0-3 R^{11b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C₁-C₆ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

Z is C₁-C₆ alkyl substituted with 1-3 R¹²; C₂-C₄ alkenyl substituted with 1-3 R¹²; C₂-C₄ alkynyl substituted with 1-3 R¹²; C₆-C₁₀ aryl substituted with 0-4 R^{12b}; C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and

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C7
sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R¹², at each occurrence, is independently selected from C₆-C₁₀ aryl substituted with 0-4 R^{12b}; C₃-C₁₀ carbocycle substituted with 0-4 R^{12b}; or 5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₆ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, and C₁-C₄ haloalkoxy;

R¹³, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₆ alkyl, or C₂-C₆ alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

R¹⁷ is H, C₁-C₆ alkyl, C₂-C₆ alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH₂-aryl substituted by 0-4 R^{17a};

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Sub c7
R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF₃, OCF₃, SCH₃, S(O)CH₃, SO₂CH₃, -NH₂, -N(CH₃)₂, or C₁-C₄ haloalkyl;

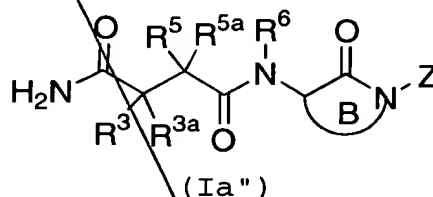
R¹⁸, at each occurrence, is independently selected from H, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-; and

R¹⁹, at each occurrence, is independently selected from H, OH, C₁-C₆ alkyl, phenyl, benzyl, phenethyl, (C₁-C₆ alkyl)-C(=O)-, and (C₁-C₆ alkyl)-S(=O)₂-;

provided, when R¹³ is H,

then Z is C₄-C₆ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²; or
C₂-C₄ alkynyl substituted with 1-3 R¹².

14. (Amended) A compound according to Claim 13 of Formula (Ia")



or a pharmaceutically acceptable salt thereof,
wherein:

R³ is -(CHR⁷)_n-R⁴,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R⁴ is H, OH, OR^{14a},
C₁-C₄ alkyl substituted with 0-2 R^{4a},

BA
Sub C7
~~C₂-C₄ alkenyl substituted with 0-2 R^{4a},
C₂-C₄ alkynyl substituted with 0-1 R^{4a},
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
C₆-C₁₀ aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};~~

~~R^{4a}, at each occurrence, is independently selected from
H, F, Cl, Br, I, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b};~~

~~R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃,
S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂
haloalkyl, and C₁-C₂ haloalkoxy;~~

~~R⁵ is H, OR¹⁴;
C₁-C₄ alkyl substituted with 0-3 R^{5b};
C₂-C₄ alkenyl substituted with 0-3 R^{5b};
C₂-C₄ alkynyl substituted with 0-3 R^{5b};~~

~~R^{5a} is H, methyl, ethyl, propyl, or butyl;~~

~~R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, Cl, F, Br, I,
=O;
C₃-C₆ carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and~~

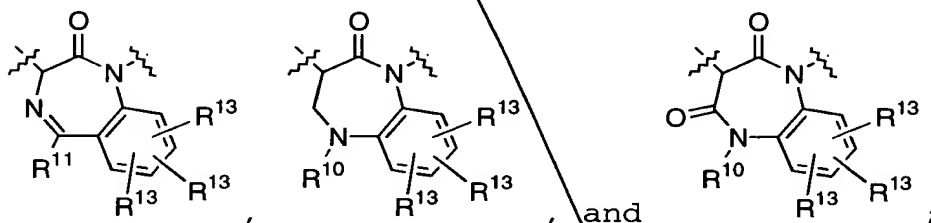
~~sub~~ sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

~~R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;~~

~~R⁶ is H;~~

~~R⁷, at each occurrence, is independently selected from H, F, CF₃, methyl, and ethyl;~~

~~Ring B is selected from~~



~~R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;~~

~~C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};~~

~~phenyl substituted with 0-4 R^{10b};~~

~~C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or~~

~~5 to 6 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};~~

~~R^{10a} is selected from H, C₁-C₄ alkyl, OR¹⁴, Cl, F, Br, I, =O, CN, NO₂, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};~~

~~R^{10b}, at each occurrence, is independently selected from H, OH, C₁-C₄ alkyl, C₁-C₃ alkoxy, Cl, F, Br, I, CN, NO₂, NR¹⁵R¹⁶, or CF₃;~~

B-5
Sub
C7
R¹¹ is selected from

H, C₁-C₄ alkoxy, Cl, F, NR¹⁸R¹⁹, C(=O)R¹⁷, C(=O)OR¹⁷, CF₃;
C₁-C₆ alkyl optionally substituted with 0-3 R^{11a};
C₆-C₁₀ aryl substituted with 0-3 R^{11b};
C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H,
C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl
substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H,
OH, Cl, F, NR¹⁵R¹⁶, CF₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂
haloalkyl, and C₁-C₂ haloalkoxy;

Z is C₁-C₄ alkyl substituted with 1-3 R¹²;
C₂-C₄ alkenyl substituted with 1-3 R¹²;
C₂-C₄ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b};

R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 10 membered heterocycle is
substituted with 0-3 R^{12b};

B7
R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, C₁-C₄ alkyl, C₁-C₃ alkoxy, C₁-C₂ haloalkyl, and
C₁-C₂ haloalkoxy;

Sub C7
R¹³, at each occurrence, is independently selected from
H, OH, C₁-C₆ alkyl, C₁-C₄ alkoxy, Cl, F, Br, I, CN, NO₂,
NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, C₁-C₄ alkyl, or C₂-C₄ alkoxyalkyl;

R¹⁵, at each occurrence, is independently selected from H, C₁-
C₄ alkyl, benzyl, phenethyl, (C₁-C₄ alkyl)-C(=O)-, and
(C₁-C₄ alkyl)-S(=O)₂-;

R¹⁶, at each occurrence, is independently selected from
H, OH, C₁-C₄ alkyl, benzyl, phenethyl,
(C₁-C₄ alkyl)-C(=O)-, and (C₁-C₄ alkyl)-S(=O)₂-;

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl;

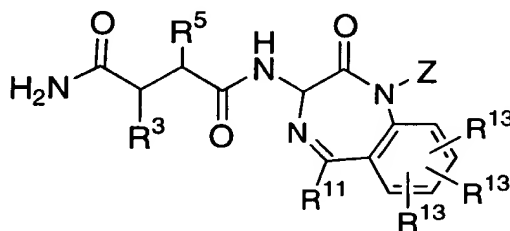
provided, when R¹³ is H,

then Z is butyl substituted with 1-3 R¹²;

C₂-C₄ alkenyl substituted with 1-3 R¹²; or

C₂-C₄ alkynyl substituted with 1-3 R¹².

16. (Twice Amended) A compound according to Claim 14 of
Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof
wherein

R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from

H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{4b}; wherein said 5 to 6 membered

heterocycle is selected from pyridinyl, pyrimidinyl,

triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,

piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

B#5
Sub
C8
~~R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};~~

~~R^{5b} is selected from:~~

~~H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;~~

~~C₃-C₆ carbocycle substituted with 0-2 R^{5c};~~

~~phenyl substituted with 0-3 R^{5c}; or~~

~~5 to 6 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 6 membered heterocycle is~~

~~substituted with 0-3 R^{5c}; wherein said 5 to 6 membered~~

~~heterocycle is selected from pyridinyl, pyrimidinyl,~~

~~triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,~~

~~piperazinyl, piperidinyl, pyrazolyl, imidazolyl,~~

~~oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{5c}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;~~

~~R¹¹ is selected from~~

~~H, NR¹⁸R¹⁹, CF₃;~~

~~C₁-C₄ alkyl optionally substituted with 0-1 R^{11a};~~

~~phenyl substituted with 0-3 R^{11b};~~

~~C₃-C₆ carbocycle substituted with 0-3 R^{11b}; or~~

~~5 to 6 membered heterocycle containing 1 to 4~~

~~heteroatoms selected from nitrogen, oxygen, and~~

~~sulphur, wherein said 5 to 6 membered heterocycle is~~

~~substituted with 0-3 R^{11b}; wherein said 5 to 6~~

~~membered heterocycle is selected from pyridinyl,~~

~~pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,~~

~~pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,~~

~~imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{11a} is selected from H, C₁-C₄ alkyl, OR¹⁴, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-3 R^{11b};~~

~~R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;~~

~~Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;~~

~~R^{12b}, at each occurrence, is independently selected from~~

H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

~~B5~~
Sub
C8
R¹³, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

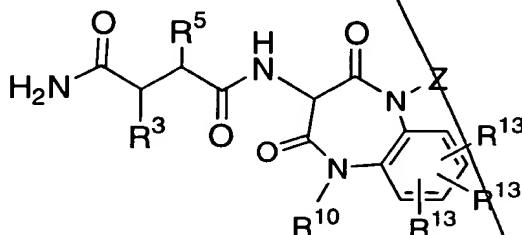
R¹⁶, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or
C₂-C₃ alkynyl substituted with 1-3 R¹².

~~B5~~
Sub
C9
18. (Twice Amended) A compound according to Claim 14 of
Formula (Ie):



(Ie)

or a pharmaceutically acceptable salt thereof wherein:

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Sub
C9
R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from

H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

sulphur, wherein said 5 to 6 membered heterocycle is

substituted with 0-3 R^{4b}; wherein said 5 to 6 membered

heterocycle is selected from pyridinyl, pyrimidinyl,

triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,

piperazinyl, piperidinyl, pyrazolyl, imidazolyl,

oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;

C₃-C₆ carbocycle substituted with 0-2 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and

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sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;

Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};

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Sub
C9

C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{12b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

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Sub C9
R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or
C₂-C₃ alkynyl substituted with 1-3 R¹².

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20. (Twice Amended) A compound according to one of Claims 16,
18, or 26 wherein:

Sub C10
R³ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH₂CH₂CH₂CH₃,
-CH(CH₃)₂, -CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂,
-CH₂CF₃, -CH₂CH₂CF₃, -CH₂CH₂CH₂CF₃,
-CH=CH₂, -CH₂CH=CH₂, -CH₂C(CH₃)=CH₂,
-CH₂CH₂CH=CH₂,
cis-CH₂CH=CH(CH₃),
trans-CH₂CH=CH(CH₃),
-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃),
cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
cyclohexyl-CH₂-, cyclopropyl-CH₂CH₂-,
cyclobutyl-CH₂CH₂-, cyclopentyl-CH₂CH₂-,
cyclohexyl-CH₂CH₂-, phenyl-CH₂-,

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C10

(2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-, (4-F-phenyl)CH₂-,
(2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂-,
(2,3-diF-phenyl)CH₂-, (2,4-diF-phenyl)CH₂-,
(2,5-diF-phenyl)CH₂-, (2,6-diF-phenyl)CH₂-,
(3,4-diF-phenyl)CH₂-, (3,5-diF-phenyl)CH₂-,
(2,3-diCl-phenyl)CH₂-, (2,4-diCl-phenyl)CH₂-,
(2,5-diCl-phenyl)CH₂-, (2,6-diCl-phenyl)CH₂-,
(3,4-diCl-phenyl)CH₂-, (3,5-diCl-phenyl)CH₂-,
(3-F-4-Cl-phenyl)CH₂-, (3-F-5-Cl-phenyl)CH₂-,
(3-Cl-4-F-phenyl)CH₂-, phenyl-CH₂CH₂-,
(2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, (2-Cl-phenyl)CH₂CH₂-,
(3-Cl-phenyl)CH₂CH₂-, (4-Cl-phenyl)CH₂CH₂-,
(2,3-diF-phenyl)CH₂CH₂-, (2,4-diF-phenyl)CH₂CH₂-,
(2,5-diF-phenyl)CH₂CH₂-, (2,6-diF-phenyl)CH₂CH₂-,
(3,4-diF-phenyl)CH₂CH₂-, (3,5-diF-phenyl)CH₂CH₂-,
(2,3-diCl-phenyl)CH₂CH₂-, (2,4-diCl-phenyl)CH₂CH₂-,
(2,5-diCl-phenyl)CH₂CH₂-, (2,6-diCl-phenyl)CH₂CH₂-,
(3,4-diCl-phenyl)CH₂CH₂-, (3,5-diCl-phenyl)CH₂CH₂-,
(3-F-4-Cl-phenyl)CH₂CH₂-, or (3-F-5-Cl-phenyl)CH₂CH₂-,

R⁵ is -CH₃, -CH₂CH₃, -CH₂CH₂CH₃, -CH(CH₃)₂, -CH₂CH₂CH₂CH₃,
-CH(CH₃)CH₂CH₃, -CH₂CH(CH₃)₂, -CH₂C(CH₃)₃,
-CH₂CH₂CH₂CH₂CH₃, -CH(CH₃)CH₂CH₂CH₃, -CH₂CH(CH₃)CH₂CH₃,
-CH₂CH₂CH(CH₃)₂, -CH(CH₂CH₃)₂, -CH₂CF₃, -CH₂CH₂CF₃,
-CH₂CH₂CH₂CF₃, -CH₂CH₂CH₂CH₂CF₃, -CH=CH₂, -CH₂CH=CH₂,
-CH=CHCH₃, cis-CH₂CH=CH(CH₃), trans-CH₂CH=CH(CH₃),
trans-CH₂CH=CH(C₆H₅), -CH₂CH=C(CH₃)₂, cis-CH₂CH=CHCH₂CH₃,
trans-CH₂CH=CHCH₂CH₃, cis-CH₂CH₂CH=CH(CH₃),
trans-CH₂CH₂CH=CH(CH₃), trans-CH₂CH=CHCH₂(C₆H₅),
-C≡CH, -CH₂C≡CH, -CH₂C≡C(CH₃), -CH₂C≡C(C₆H₅),
-CH₂CH₂C≡CH, -CH₂CH₂C≡C(CH₃), -CH₂CH₂C≡C(C₆H₅),
cyclopropyl-CH₂-, cyclobutyl-CH₂-, cyclopentyl-CH₂-,
cyclohexyl-CH₂-, (2-CH₃-cyclopropyl)CH₂-,
(3-CH₃-cyclobutyl)CH₂-,
cyclopropyl-CH₂CH₂-, cyclobutyl-CH₂CH₂-,
cyclopentyl-CH₂CH₂-, cyclohexyl-CH₂CH₂-,

B6
Sub
C10
(2-CH₃-cyclopropyl)CH₂CH₂-, (3-CH₃-cyclobutyl)CH₂CH₂-,
phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,
(4-F-phenyl)CH₂-, furanyl-CH₂-, thienyl-CH₂-,
pyridyl-CH₂-, 1-imidazolyl-CH₂-, oxazolyl-CH₂-,
isoxazolyl-CH₂-,
phenyl-CH₂CH₂-, (2-F-phenyl)CH₂CH₂-, (3-F-phenyl)CH₂CH₂-,
(4-F-phenyl)CH₂CH₂-, furanyl-CH₂CH₂-, thienyl-CH₂CH₂-,
pyridyl-CH₂CH₂-, 1-imidazolyl-CH₂CH₂-, oxazolyl-CH₂CH₂-,
isoxazolyl-CH₂CH₂-;

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
2-CF₃O-phenyl, 3-CF₃O-phenyl, 4-CF₃O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
N-piperidinyl,
phenyl-CH₂-, (2-F-phenyl)CH₂-, (3-F-phenyl)CH₂-,
(4-F-phenyl)CH₂-, (2-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂-, (4-
Cl-phenyl)CH₂-, (2,3-diF-phenyl)CH₂-,
(2,4-diF-phenyl)CH₂-, (2,5-diF-phenyl)CH₂-,
(2,6-diF-phenyl)CH₂-, (3,4-diF-phenyl)CH₂-,
(3,5-diF-phenyl)CH₂-, (2,3-diCl-phenyl)CH₂-,
(2,4-diCl-phenyl)CH₂-, (2,5-diCl-phenyl)CH₂-,
(2,6-diCl-phenyl)CH₂-, (3,4-diCl-phenyl)CH₂-,
(3,5-diCl-phenyl)CH₂-, (3-F-4-Cl-phenyl)CH₂-,
(3-F-5-Cl-phenyl)CH₂-, (3-Cl-4-F-phenyl)CH₂-,
(2-MeO-phenyl)CH₂-, (3-MeO-phenyl)CH₂-,
(4-MeO-phenyl)CH₂-, (2-Me-phenyl)CH₂-,
(3-Me-phenyl)CH₂-, (4-Me-phenyl)CH₂-.

BK
Sub
C10
(2-MeS-phenyl)CH₂-, (3-MeS-phenyl)CH₂-,
4-MeS-phenyl)CH₂-, (2-CF₃O-phenyl)CH₂-,
(3-CF₃O-phenyl)CH₂-, (4-CF₃O-phenyl)CH₂-,
(furanyl)CH₂-, (thienyl)CH₂-, (pyridyl)CH₂-,
(2-Me-pyridyl)CH₂-, (3-Me-pyridyl)CH₂-,
(4-Me-pyridyl)CH₂-, (1-imidazolyl)CH₂-,
(oxazolyl)CH₂-, (isoxazolyl)CH₂-,
(cyclopropyl)CH₂-, (cyclobutyl)CH₂-, (cyclopentyl)CH₂-,
(cyclohexyl)CH₂-, (N-piperidiny)CH₂-,

phenyl-CH₂CH₂-, (phenyl)₂CHCH₂-, (2-F-phenyl)CH₂CH₂-,
(3-F-phenyl)CH₂CH₂-, (4-F-phenyl)CH₂CH₂-,
(2-Cl-phenyl)CH₂CH₂-, (3-Cl-phenyl)CH₂CH₂-,
(4-Cl-phenyl)CH₂CH₂-, (2,3-diF-phenyl)CH₂CH₂-,
(2,4-diF-phenyl)CH₂CH₂-, (2,5-diF-phenyl)CH₂CH₂-,
(2,6-diF-phenyl)CH₂CH₂-, (3,4-diF-phenyl)CH₂CH₂-,
(3,5-diF-phenyl)CH₂CH₂-, (2,3-diCl-phenyl)CH₂CH₂-,
(2,4-diCl-phenyl)CH₂CH₂-, (2,5-diCl-phenyl)CH₂CH₂-,
(2,6-diCl-phenyl)CH₂CH₂-, (3,4-diCl-phenyl)CH₂CH₂-,
(3,5-diCl-phenyl)CH₂CH₂-, (3-F-4-Cl-phenyl)CH₂CH₂-,
(3-F-5-Cl-phenyl)CH₂CH₂-, (3-Cl-4-F-phenyl)CH₂CH₂-,
(2-MeO-phenyl)CH₂CH₂-, (3-MeO-phenyl)CH₂CH₂-,
(4-MeO-phenyl)CH₂CH₂-, (2-Me-phenyl)CH₂CH₂-,
(3-Me-phenyl)CH₂CH₂-, (4-Me-phenyl)CH₂CH₂-,
(2-MeS-phenyl)CH₂CH₂-, (3-MeS-phenyl)CH₂CH₂-,
(4-MeS-phenyl)CH₂CH₂-, (2-CF₃O-phenyl)CH₂CH₂-,
(3-CF₃O-phenyl)CH₂CH₂-, (4-CF₃O-phenyl)CH₂CH₂-,
(furanyl)CH₂CH₂-, (thienyl)CH₂CH₂-, (pyridyl)CH₂CH₂-,
(2-Me-pyridyl)CH₂CH₂-, (3-Me-pyridyl)CH₂CH₂-,
(4-Me-pyridyl)CH₂CH₂-, (imidazolyl)CH₂CH₂-,
(oxazolyl)CH₂CH₂-, (isoxazolyl)CH₂CH₂-,
(cyclopropyl)CH₂CH₂-, (cyclobutyl)CH₂CH₂-,
(cyclopentyl)CH₂CH₂-, (cyclohexyl)CH₂CH₂-, or
(N-piperidiny)CH₂CH₂-;

R¹⁰ is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,

4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, or
(4-CF₃-phenyl)CH₂CH₂-;

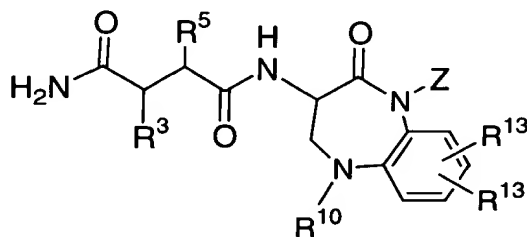
B8
Sub
C10
R¹¹, at each occurrence, is independently selected from
H, =O, methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH₂-, (4-F-phenyl)CH₂CH₂-,
3-F-phenyl, (3-F-phenyl)CH₂-, (3-F-phenyl)CH₂CH₂-,
2-F-phenyl, (2-F-phenyl)CH₂-, (2-F-phenyl)CH₂CH₂-,
4-Cl-phenyl, (4-Cl-phenyl)CH₂-, (4-Cl-phenyl)CH₂CH₂-,
3-Cl-phenyl, (3-Cl-phenyl)CH₂-, (3-Cl-phenyl)CH₂CH₂-,
4-CH₃-phenyl, (4-CH₃-phenyl)CH₂-, (4-CH₃-phenyl)CH₂CH₂-,
3-CH₃-phenyl, (3-CH₃-phenyl)CH₂-, (3-CH₃-phenyl)CH₂CH₂-,
4-CF₃-phenyl, (4-CF₃-phenyl)CH₂-, (4-CF₃-phenyl)CH₂CH₂-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R¹³, at each occurrence, is independently selected from
H, F, Cl, OH, -CH₃, -CH₂CH₃, -OCH₃, or -CF₃.

B8
Sub
C11
22. A pharmaceutical composition comprising a compound of
Claim 1 and a pharmaceutically acceptable carrier.

23. (Amended) A method for the treatment of Alzheimer's
Disease production comprising administering to a host in need
of such treatment a therapeutically effective amount of a
compound of Claim 1.

B8
25. (New) A compound according to Claim 4 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt thereof wherein:

B 8
R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF₃,
C₃-C₆ carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6 membered
heterocycle is selected from pyridinyl, pyrimidinyl,
triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,
piperazinyl, piperidinyl, pyrazolyl, imidazolyl,
oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;
C₃-C₆ carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is

B9 substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;


R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR¹⁴, Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;

Z is H;

C₁-C₄ alkyl substituted with 0-3 R^{12a};
C₂-C₄ alkenyl substituted with 0-3 R^{12a}; or
C₂-C₄ alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃,
S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

 R¹³, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

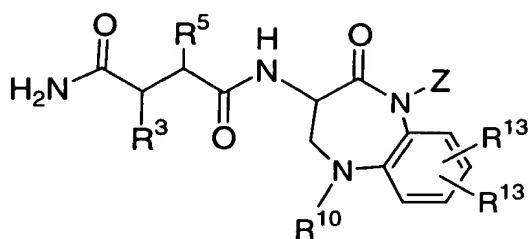
R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl.

26. (New) A compound according to Claim 14 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt thereof wherein:

R³ is R⁴,

R⁴ is C₁-C₄ alkyl substituted with 0-1 R^{4a},
C₂-C₄ alkenyl substituted with 0-1 R^{4a}, or
C₂-C₄ alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from

H, F, CF₃,

C₃-C₆ carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4

heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{4b}; wherein said 5 to 6 membered
heterocycle is selected from pyridinyl, pyrimidinyl,
triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,
piperazinyl, piperidinyl, pyrazolyl, imidazolyl,
oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R⁵ is C₁-C₄ alkyl substituted with 0-1 R^{5b};
C₂-C₄ alkenyl substituted with 0-1 R^{5b};
C₂-C₄ alkynyl substituted with 0-1 R^{5b};

B⁸
R^{5b} is selected from:


H, methyl, ethyl, propyl, butyl, CF₃, OR¹⁴, =O;
C₃-C₆ carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{5c}; wherein said 5 to 6 membered
heterocycle is selected from pyridinyl, pyrimidinyl,
triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl,
piperazinyl, piperidinyl, pyrazolyl, imidazolyl,
oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH,
Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃,
methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy,
C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹⁰ is H, C(=O)R¹⁷, C(=O)OR¹⁷;
C₁-C₄ alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C₃-C₆ carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4
heteroatoms selected from nitrogen, oxygen, and
sulphur, wherein said 5 to 6 membered heterocycle is
substituted with 0-3 R^{10b}; wherein said 5 to 6
membered heterocycle is selected from pyridinyl,
pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl,
pyrrolyl, piperazinyl, piperidinyl, pyrazolyl,
imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR¹⁴,
Cl, F, =O, NR¹⁵R¹⁶, CF₃, or phenyl substituted with 0-4
R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, NR¹⁵R¹⁶, and CF₃;

 Z is C₁-C₃ alkyl substituted with 1-3 R¹²;
C₂-C₃ alkenyl substituted with 1-3 R¹²;
C₂-C₃ alkynyl substituted with 1-3 R¹²;
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R¹², at each occurrence, is independently selected from
C₆-C₁₀ aryl substituted with 0-4 R^{12b};
C₃-C₆ carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, NR¹⁵R¹⁶, CF₃, acetyl, SCH₃, S(=O)CH₃, S(=O)₂CH₃, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C₁-C₂ haloalkyl, and C₁-C₂ haloalkoxy;

R¹³, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy,
Cl, F, Br, CN, NR¹⁵R¹⁶, and CF₃;

R¹⁴ is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

BA R¹⁵, at each occurrence, is independently selected from H,
methyl, ethyl, propyl, and butyl;

R¹⁶, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl,
methyl-C(=O)-, ethyl-C(=O)-,
methyl-S(=O)₂-, and ethyl-S(=O)₂-;

R¹⁷ is H, methyl, ethyl, propyl, butyl, methoxymethyl,
ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH₂-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF₃, or OCF₃;

R¹⁸, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and
phenethyl; and

R¹⁹, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R¹³ is H,
then Z is C₂-C₃ alkenyl substituted with 1-3 R¹²; or
C₂-C₃ alkynyl substituted with 1-3 R¹². --
